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Counsel to Debtors and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT**

**CENTRAL DISTRICT OF CALIFORNIA, LOS ANGELES DIVISION**

In re:

BEVERLY COMMUNITY HOSPITAL  
ASSOCIATION, *et al.* (A NONPROFIT  
PUBLIC BENEFIT CORPORATION),<sup>1</sup>

Debtors.

- ☒ Affects all Debtors
- ☐ Affects Beverly Community  
Hospital Association
- ☐ Affects Montebello Community Health  
Services, Inc.
- ☐ Affects Beverly Hospital Foundation

Lead Case No: 2:23-bk-12359-SK

Jointly administered with:

Case No: 2:23-bk-12360-SK

Case No: 2:23-bk-12361-SK

Hon. Sandra R. Klein

Chapter 11 Case

**DECLARATION OF JUSTIN R.  
BERNBROCK (I) REGARDING  
RESULTS OF AUCTION HELD ON JUNE  
27, 2023, AND (II) IN SUPPORT OF  
STIPULATION TO CONTINUE SALE  
HEARING FILED CONCURRENTLY  
HEREWITH**

[No Hearing Required]

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each debtor's federal tax identification number, are: Beverly Community Hospital Association, d/b/a Beverly Hospital (6005), Montebello Community Health Services, Inc. (3550), Beverly Hospital Foundation (9685). The mailing address for the Debtors is 309 W. Beverly Blvd., Montebello, California 90640.

**DECLARATION OF JUSTIN R. BERNBROCK**

I, Justin R. Bernbrock, hereby state and declare the following:

1. I am a partner in the Finance and Bankruptcy Practice Group of the firm Sheppard, Mullin, Richter & Hampton LLP ("Sheppard Mullin" or the "Firm").<sup>2</sup> Sheppard Mullin has been employed as lead bankruptcy counsel to the above-captioned debtors and debtors in possession (collectively, the "Debtors") in the above-referenced chapter 11 cases pursuant to the Court's *Order Granting Debtors' Application for Order Authorizing Employment of Sheppard, Mullin, Richter & Hampton LLP as Bankruptcy Counsel* [Docket No. 424]. I am a resident of Sheppard Mullin's Chicago office. I am a member in good standing of the Bar of the State of Illinois. There are no disciplinary proceedings pending against me.

2. I respectfully submit this declaration (the "Declaration") to apprise the Court and other parties in interest of certain material updates in the Debtors' chapter 11 cases arising in connection with the results of the Auction for the sale of substantially all of the Debtors' assets, which was held in-person on June 27, 2023 at Sheppard Mullin's Los Angeles offices and pursuant to the Court's *Order (I) Approving Asset Purchase Agreement for Stalking Horse Purchaser and for Prospective Overbidders, (II) Approving Bid Protections, (III) Approving Bidding Procedures, (IV) Scheduling Certain Dates Thereto, (V) Approving Form of Notice and (VI) Scheduling Court Hearing to Approve Sale Free and Clear to the Successful Bidder* [Docket No. 378] (the "Bidding Procedures Order"). I further submit this Declaration in support of the *Stipulation to Continue Hearings on Various Motions from July 12, 2023 at 9:00 a.m. to July 19 or July 20* filed concurrently herewith.

3. Except as otherwise indicated in this Declaration, the matters stated herein are true and correct and are within my personal knowledge or information provided to me by other attorneys or employees of Sheppard Mullin, and if called upon to testify as a witness, I could and would testify competently thereto.

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<sup>2</sup> Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Bidding Procedures Order (as defined herein).

**I. The Auction.**

4. Prior to the Bid Deadline of June 23, 2023, at 4:00 p.m. (prevailing Pacific Time), and pursuant to the Bidding Procedures set forth in the Bidding Procedures Order, the Debtors received various proposals from Potential Bidders both for the purchase of certain of the Debtors' assets and for the purchase of substantially all of the Debtors' assets. In addition to the Stalking Horse Bid, the Debtors received proposals from two Potential Bidders for the purchase of the assets of debtor Beverly Community Hospital Association (the "Beverly" or the "Hospital") comprised of the Hospital's owned real estate, operational, and certain other assets (the "Hospital Assets"). The Debtors further received separate proposals from fifteen Potential Bidders for the purchase of the real estate assets of debtor Montebello Community Health Services, Inc. ("Montebello Health") comprising the DIP Collateral (the "Non-Hospital Real Estate"), some of which provided for the purchase of the entirety of the Non-Hospital Real Estate portfolio and others limited to certain parcels thereof.

5. On June 27, 2023 at 10:33 a.m. (prevailing Pacific Time), pursuant to the Bidding Procedures Order, the Debtors called the Auction for the sale of substantially all their assets at Sheppard Mullin's Los Angeles office located at 333 S. Hope St, 43rd Floor, Los Angeles, California 90071. In addition to the Debtors' advisors, representatives of the following parties were present at the Auction:

- The Stalking Horse Bidder;
- The two additional bidding parties for the Hospital Assets;
- The fifteen bidding parties for the Non-Hospital Real Estate;
- The Consultation Parties, including counsel to the Master Trustee, counsel to the Committee, and counsel to UNAC/UHCP;
- The DIP Lender;
- The California Department of Justice;
- The California Department of Health Care Services;
- Beverly Hospital, including members of the Hospital's Board of Directors and certain of the Hospital's executive officers;

- Community leaders of the City of Montebello, California.

6. Following the calling of the Auction, the Debtors and their advisors met and conferred with the various bidders, the Consultation Parties, and other parties in interest in these chapter 11 cases in an effort to reach a consensus with respect to which bid or bids constituted the highest and best offer for the purchase of the Debtors' assets. The parties worked diligently throughout the day in order to identify such highest and best bid or bids, which would thus set the baseline bid and allow for formal commencement of the Auction.

7. Pursuant to extended negotiations and deliberations with the various bidders, the Consultation Parties, and other parties in interest, the Debtors formally commenced the Auction at approximately 7:30 p.m. (prevailing Pacific Time) on June 27, 2023. At the commencement of the Auction, the Debtors, with the support of the Consultation Parties, identified the bid tendered by American Healthcare Systems Foundation Inc., a North Carolina not-for-profit corporation ("AHS"), as the highest and best bid for the Hospital Assets (the "AHS Bid"). The Debtors further, with the support of the Consultation Parties, identified the bid tendered by Layton 26, LLC, a California limited liability company ("Layton"), as the highest and best bid for the Non-Hospital Real Estate (the "Layton Bid").

8. Upon identifying the AHS Bid as the highest and best bid for the Hospital Assets and the Layton Bid as the highest and best bid for the Non-Hospital Real Estate, and communicating the material terms of each to all parties present at the Auction, the Debtors solicited overbids. No parties tendered any further bids, whether overbids or otherwise, for the Debtors' assets. Accordingly, the Debtors named AHS the Successful Bidder for the Hospital Assets and Layton as the Successful Bidder for the Non-Hospital Real Estate (the AHS Bid and the Layton Bid, together, the "Successful Bid"). The principal terms of the Successful Bid, which remain subject to final documentation, are as follows:

- The AHS Bid proposes to purchase the select assets of the Debtors with a purchase price comprised of the assumption of (i) all the Debtors' obligations secured by and under the Master Trust Indenture (the "MTI Debt"), (ii) all cure costs from Assumed Contracts, and (iii) certain PTO obligations of retained employees.

- Excluded assets from the AHS Bid include cash, patient accounts receivable, DSH and QAF accounts receivable and the Non-Hospital Real Estate.
- The Layton Bid proposes to purchase the Non-Hospital Real Estate with a purchase price of \$14.81 million in cash consideration.
- The aggregate consideration of the Successful Bid is estimated to be approximately \$116 million, consisting of \$14.81 million for the Non-Hospital Real Estate under the Layton Bid, \$33 million for the excluded assets under the AHS Bid, and \$68 million in assumed obligations, including without limitation the MTI Debt, for the purchase price under the AHS Bid.
- Pursuant to the AHS Bid, AHS agrees to maintain all current services offered at Beverly and use best efforts to reopen previously suspended or closed services.
- Pursuant to the AHS Bid, AHS agrees to offer employment to substantially all of the Debtors' active employees in similar positions at compensation levels generally consistent with those provided by the Debtors. Such commitment shall include the assumption of the Debtors' collective bargaining agreement with UNAC/UHCP (the "CBA") and assignment to AHS, without any modifications to its terms.
- Pursuant to the AHS Bid, AHS will enter into an Interim Management Agreement ("IMA") with the Debtors providing for the uninterrupted operation of the Hospital following the entry of the Sale Order, and will operate the Hospital under the IMA while they complete the process for the change of ownership ("CHOW") of the hospital's license (the "IMA Period"). During the IMA Period, AHS will have sole financial responsibility for the Hospital's operations. The asset transfer component of the AHS Bid shall close immediately upon completion of the CHOW process.
- Pursuant to the AHS Bid, AHS will provide a parent guarantee in the amount of \$5 million subject to mutually agreeable documentation among the parties, payable to the estate in the event AHS fails to receive necessary State and Federal consents or approvals to consummate the transaction.

9. After identifying the Successful Bid and naming the Successful Bidders, the Debtors concluded the Auction in accordance with the Bidding Procedures.

## **II. The Global Settlement.**

10. During the course of the Auction, in addition to and in connection with the selection of the Successful Bid, the Debtors reached substantial agreement with the Master Trustee, the Committee, and UNAC/UHCP (collectively, the "Settlement Parties") on the terms of a global

1 settlement (the “Global Settlement”) of various material issues in these chapter 11 cases, including,  
2 but not limited to:

- 3 • The Master Trustee’s objection [Docket No. 411] to the Debtors’ applications  
4 to employ Portage Point as investment banker [Docket No. 280] and  
restructuring advisor [Docket No. 285];
- 5 • The Committee’s complaint for determination of the validity, priority, and  
6 extent of the Master Trustee’s liens and security interests under 28 U.S.C. §  
7 2201(a) [Docket No. 444];
- 8 • Issues relating to the sale of the Debtors’ assets, including the authorization  
9 of such sale pursuant to section 363(f) of the Bankruptcy Code;
- 10 • Issues relating to the Debtors’ use of Cash Collateral; and
- 11 • Issues relating to the treatment of the Debtors’ collective bargaining  
agreement with UNAC/UHCP.

12 11. The Settlement Parties intend to memorialize the terms of the Global Settlement by  
13 filing a motion with the Court pursuant to Bankruptcy Rule 9019 (the “Settlement Motion”). In  
14 order to ensure that potential objections and/or disputes relating to the issues described above do not  
15 encumber any motion that the Debtors file seeking authorization to sell their assets pursuant to the  
16 Successful Bid (the “Sale Motion”), the Debtors require additional time to prepare the Settlement  
17 Motion and the Sale Motion in conformance with the agreed upon terms of the Global Settlement.

18 12. Accordingly, pursuant to the *Stipulation to Continue Hearings on Various Motions*  
19 *from July 12, 2023 at 9:00 a.m. to July 19 or July 20* filed contemporaneously herewith, the  
20 Settlement Parties respectfully request a continuance of the Sale Hearing, and all other hearings  
21 currently set for July 12, 2023, to either July 19, 2023 or July 20, 2023 (the “Continued Sale Hearing  
22 Date”). By further motion and/or application, the Debtors will seek to have the Settlement Motion  
23 heard on shortened notice. With such continuance, the Debtors anticipate that the Sale Motion and  
24 the Settlement Motion will be unopposed, thus paving the way for these chapter 11 cases to result  
25 in the maximum degree of benefit to the Debtors’ estates, their creditors, and the communities that  
26 Beverly Hospital serves.

**III. Conclusion.**

13. While it may go without saying, the forgoing outcomes constitute a monumental achievement in the context of these challenging chapter 11 cases. Most critically, Beverly Hospital will continue forward as a beacon for the community it has served for 75 years. And although significant work remains to effectuate the transactions, the good faith and unparalleled professionalism of all parties involved will enable the Debtors to achieve the remarkable result of transferring ownership of an operating hospital in the context of a hyper-accelerated chapter 11 process, all the while maintaining the quality of care that has enabled Beverly Hospital to remain a pillar of the City of Montebello and the surrounding community. Last, I personally wish to extend my sincere thanks to the Court and its staff, which has been incredibly helpful to the Debtors as they seek to save Beverly Hospital and maximize value for all stakeholders.

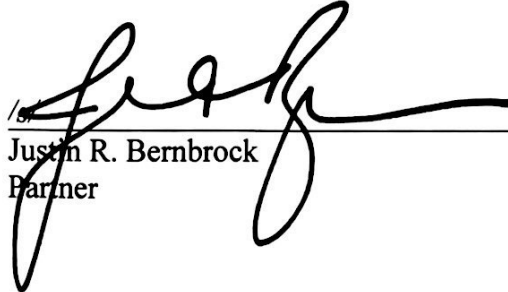
*[Signature Page Follows]*

1 I declare under penalty of perjury under the laws of the United States of America that the  
2 foregoing is true and correct.

3 Dated: June 28, 2023

SHEPPARD, MULLIN, RICHTER & HAMPTON LLP

4  
5 By:

  
Justin R. Bernbrock  
Partner



## PROOF OF SERVICE OF DOCUMENT

I am over the age of 18 and not a party to this bankruptcy case or adversary proceeding. My business address is:  
222 N Pacific Coast Highway, 3rd Floor, El Segundo, CA 90245.

A true and correct copy of the foregoing document entitled (*specify*): Declaration of Justin R. Bernbrock (I) Regarding  
Results of Auction Held on June 27, 2023, and (II) in Support of Stipulation to Continue Sale Hearing Filed  
Concurrently Herewith

will be served or was served **(a)** on the judge in chambers in the form and manner required by LBR 5005-2(d); and **(b)** in  
the manner stated below:

**1. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF):** Pursuant to controlling General  
Orders and LBR, the foregoing document will be served by the court via NEF and hyperlink to the document. On (*date*)  
06/28/2023, I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that  
the following persons are on the Electronic Mail Notice List to receive NEF transmission at the email addresses stated  
below:

☒ Service information continued on attached page

**2. SERVED BY UNITED STATES MAIL:**

On (*date*) 06/28/2023, I served the following persons and/or entities at the last known addresses in this bankruptcy  
case or adversary proceeding by placing a true and correct copy thereof in a sealed envelope in the United States mail,  
first class, postage prepaid, and addressed as follows. Listing the judge here constitutes a declaration that mailing to the  
judge will be completed no later than 24 hours after the document is filed.

☒ Service information continued on attached page

**3. SERVED BY PERSONAL DELIVERY, OVERNIGHT MAIL, FACSIMILE TRANSMISSION OR EMAIL** (*state method*  
*for each person or entity served*): Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on (*date*) 06/28/2023, I served  
the following persons and/or entities by personal delivery, overnight mail service, or (for those who consented in writing to  
such service method), by facsimile transmission and/or email as follows. Listing the judge here constitutes a declaration  
that personal delivery on, or overnight mail to, the judge will be completed no later than 24 hours after the document is  
filed.

☒ Service information continued on attached page

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

06/28/2023 Jonathan J. Thomson  
*Date* *Printed Name*

/s/ Jonathan J. Thomson  
*Signature*

## SERVICE LIST (via NEF)

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TOP 30	Abbott Laboratories Inc	Nathan Scott	100 Abbot Park Road			Abbot Park	IL	60064
TOP 30	Advantis Medical Staffing	Elayne Goldmane	13155 Noel Road Suite 300			Dallas	TX	75240
Counsel for Advantis Medical Staffing	Akerman LLP	Evelina Gentry and Anthony D. Sbardellati	601 West Fifth Street, Suite 300			Los Angeles	CA	90071
TOP 30	Alhambra Hospital Medical Center	Terry Chu	4619 N. Rosemead Blvd.			Rosemead	CA	91770
TOP 30	Allied Universal Security Services	Moises Rodriguez	161 Washington St Suite 600			Conshohocken	PA	19428
Attorneys for the City of Montebello	Alvarez-Glasman & Colvin	Stephen T. Owens and Christy M. Garcia	13181 Crossroads Pkwy. North	Suite 400 - West Tower		City of Industry	CA	91746
Lienholders	Amerisourcebergen Drug Corporation		Po Box 959			Valley Forge	PA	19482
TOP 30	Arthrex, Inc	Carla Pitcher	2825 Airview Boulevard			Kalamazoo	MI	49002
Office of the Attorney General of the United States	Attorney General of the United States	U.S. Department of Justice	950 Pennsylvania Avenue, NW			Washington	DC	20530-0001
TOP 30	Axis Spine Llc	DD Mate	1812 W Burbank Blvd #5384			Burbank	CA	91506
Banks	Bank of America	GABRIELA SANCHEZ	C/O Bank of America	330 N BRAND BLVD		GLENDALE	CA	91203
Banks	Bank of the West		75 SANSOME STREET, 19TH FLOOR			SAN FRANCISCO	CA	94111
Lienholders	BANK OF THE WEST		475 SANSOME STREET, 19TH FLOOR			SAN FRANCISCO	CA	94111
Banks	Bank of the West	Attn: Edgar Morales	Vice President/Principal Business Banking Relationship Manager	10230 S Paramount Blvd.		Downey	CA	90241
Equipment Leases	Baxter	Yolieth Bazan Matamoros	17511 Armstrong Ave			Irvine	CA	92614
TOP 30	Baxter Healthcare Corp	Yolieth Bazan Matamoros	17511 Armstrong Ave			Irvine	CA	92614
Counsel to Baxter Healthcare Corporation	Blakeley LC	Scott E. Blakeley	530 Technology Drive, Suite 100			Irvine	CA	92618
TOP 30	Boston Scientific Corp	Kathleen Homsab	300 Boston Scientific Way			Marlborough	MA	01752-1234
Counsel for Sodexo	Brown McGarry Nimeroff LLC	Jami B. Nimeroff	Two Penn Center, Suite 610	1500 John F. Kennedy Boulevard		Philadelphia	PA	19102
Counsel to Proposed DIP Lender	Bryan Cave Leighton Paisner LLP	Eric S. Prezant	161 North Clark Street, Suite 4300			Chicago	IL	60612
Counsel to Proposed DIP Lender	Bryan Cave Leighton Paisner LLP	Vanessa Sunshine and Sharon Weiss	120 Broadway, Suite 300			Santa Monica	CA	90401-2386
Counsel for United Nurses Associations of California/Union of Health Care Professionals	Bush Gottlieb, A Law Corporation	David E. Ahdoot, Kirk M. Prestegard and Adrian R. Butler	801 North Brand Boulevard	Suite 950		Glendale	CA	91203
TOP 30	California Department Of Health Care	Tomas J. Aragon	1501 Capitol Avenue, Suite 4510			Sacramento	CA	95814
California Department of Health Care Services	California Department of Health Care Services	Jennifer Kent, Director	1501 Capitol Avenue, Suite 4510			Sacramento	CA	95814
California Department of Public Health	California Department of Public Health	Stephanie Spich	PO Box 997377 MS 0500			Sacramento	CA	95899-7377
California Secretary of State	California Secretary of State		1500 11th Street			Sacramento	CA	95814
California State Board of Pharmacy	California State Board of Pharmacy		1625 North Market Boulevard			Sacramento	CA	95834
California Statewide Communities Development Authority	California Statewide Communities Development Authority	Chair	1100 K Street, Suite 101			Sacramento	CA	95814
California Statewide Communities Development Authority	California Statewide Communities Development Authority	James Hamill	1700 N. Broadway, Suite 405			Walnut Creek	CA	94596
Center for Medicare and Medicaid Services	Center for Medicare and Medicaid Services	Steven Chickering, the Associate Regional Administrator	90 – 7th Street, Suite 5-300			San Francisco	CA	94103-6706
TOP 30	Cepheid Inc.	Susan Jose	904 E Caribbean Dr			Sunnyvale	CA	94089
TOP 30	Cloudwave	Loraine Sarno	100 Crowley Dr.			Marlborough	MA	01752
Counsel for Cigna Healthcare of California, Inc. and Cigna Health and Life Insurance Company	Connolly Gallagher LLP	Jeffrey C. Wisler	1201 North Market Street, 20th Floor			Wilmington	DE	19801
TOP 30	Constellation New Energy-Gas	Zachary Kecyzkecy	9400 Bunsen Parkway Suite 100			Louisville	KY	40220
Proposed Counsel to the Official Committee of Unsecured Creditors	Dentons US LLP	Tania M. Moyron, Samuel R. Maizel and Rebecca M. Wicks	601 South Figueroa Street, Suite 2500			Los Angeles	CA	90017-5704
Department of Health Care Services	Department of Health Care Services	Tanya Homman, Chief of Provider Enrollment Division	MS 4704, P.O. Box 997412			Sacramento	CA	95899-7412
Counsel for Medico Professional Linen Service and American Textile Maintenance	Elkins Kalt Weintraub Reuben Gartside LLP	Roye Zur	10345 W. Olympic Blvd.			Los Angeles	CA	90064
Employment Development Dept.	Employment Development Dept.		722 Capitol Mall, MIC 92E			Sacramento	CA	95814

SERVICE LIST (via First Class Mail)

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Counsel for FlexCare Medical Staffing	Felderstein Fitzgerald Willoughby Pascuzzi & Rios LLP	Jason E. Rios	500 Capitol Mall, Suite 2250			Sacramento	CA	95814
Counsel for California Healthcare Insurance Company, Inc.	Felderstein Fitzgerald Willoughby Pascuzzi & Rios Llp	Thomas R. Phinney	500 Capitol Mall, Suite 2250			Sacramento	CA	95814
Equipment Leases	First Financial Healthcare	Ricardo Oseguera	750 The City Drive South, Suite 300			Orange	CA	92868
TOP 30	First Financial Holdings Llc	Ricardo Oseguera	750 The City Drive South, Suite 300			Orange	CA	92868
Equipment Leases	GE		3000 N Grandview Blvd.			Waukesha	WI	53188
Counsel for Cigna Healthcare of California, Inc. and Cigna Health and Life Insurance Company	Gordon Rees Scully Mansukhani, LLP	William M. Rathbone	101 W. Broadway, Suite 2000			San Diego	CA	92101
Counsel to Indenture Trustee	Greenberg Traurig, LLP	Colleen Murphy, Kevin Walsh	One International Place, Suite 2000			Boston	MA	02110
Banks	Hanmi Bank	Attn: Vanessa Padilla	Specialty Lending Department	Northridge Branch	10180 Reseda Blvd.	Northridge	CA	91324
Hanmi Bank	Hanmi Bank	Specialty Lending	2010 Main St. Suite 590			Irvine	CA	92614
Hanmi Bank	Hanmi Bank	Specialty Lending	1920 Main St. Suite 1140	Attn Ben Sottile		Irvine	CA	92614
Hanmi Bank	Hanmi Bank		10180 Reseda Blvd			Northridge	CA	91324
Proposed DIP Lender	Hilco Real Estate	Attn Gary C. Epstein, Ryan Lawlor, Neil Aaronson and Robert Lubin	5 Revere Drive, Suite 206			Northbrook	IL	60062
TOP 30	Huntington Technology Finance	Brent McQueen	2285 Franklin Road			Bloomfield Hills	MI	48302
Equipment Leases	Huntington Technology Finance	Brent McQueen	2285 Franklin Road,			Bloomfield Hills	MI	48302
Lienholders	HUNTINGTON TECHNOLOGY FINANCE, INC.		2285 FRANKLIN ROAD, SUITE 100			BLOOMFIELD HILLS	MI	48302
Equipment Leases	Insight Financial	Steven Neang	6820 S Harl Ave			Tempe	AZ	85283
IRS	Internal Revenue Service	Attn Susanne Larson	31 Hopkins Plz Rm 1150			Baltimore	MD	21201
IRS	Internal Revenue Service	Centralized Insolvency Operation	P.O. Box 7346			Philadelphia	PA	19101-7346
IRS	Internal Revenue Service	Centralized Insolvency Operation	2970 Market St			Philadelphia	PA	19104
IRS	Internal Revenue Service		300 North Los Angeles Street			Los Angeles	CA	90012
IRS	Internal Revenue Service		600 Arch Street			Philadelphia	PA	19101
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Counsel for Portage Point Partners, LLC, Triple P Securities, LLC, and Triple P RTS, LLC	Kirkland & Ellis LLP	Ryan Blaine Bennett, P.C.	300 North LaSalle			Chicago	IL	60654
Counsel for Hanmi Bank	Law Office of Nathan A. Schultz, P.C.	Nathan A. Schultz, Esq.	10621 Craig Road			Traverse City	MI	49686
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TOP 30	Medical Information Technology, Inc	Goretti Medeiros	7 Blue Hill River Road			Canton	MA	02021
TOP 30	Medical Solutions LLC	Ruben Ramirez	1010 N 102Nd St Suite 300			Omaha	NE	68114
TOP 30	Medline Industries Inc	Brent Fogel	Three Lakes Drive			Northfield	IL	60093
TOP 30	Medstar Anesthesia Services Inc	Robert Resnick	9251 Wedgewood St			Temple City	CA	91780
TOP 30	Nixon Peabody Llp	Jennifer O'Neal	1300 Clinton Square			Rochester	NY	14604
TOP 30	Noridian Healthcare Solutions, LLC	Theresa Pachel	900 42nd Street S			Fargo	ND	58103
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Attorney General of California	Office of the Attorney General	Neli Palma and Melissa Hamill	1300 I Street P.O. Box 944255			Sacramento	CA	94244-2550
Attorney General of California	Office of the Attorney General	Roma Patel, Deputy Attorney General	300 South Spring Street, Suite 7505			Los Angeles	CA	90013-1230
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Office of the CA Attorney General	Office of the California Attorney General	Department of Justice	Jennifer Kim	300 South Spring Street, Floor 9		Los Angeles	CA	90013
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SERVICE LIST (via First Class Mail)

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TOP 30	Philips Healthcare	Jose Rivera	222 Jacobs Street			Cambridge	MA	02141
Equipment Leases	Philips Medical Systems	Jose Rivera	222 Jacobs Street			Cambridge	MA	02141
TOP 30	Private Attorney General Act (PAGA)	Jarrold Salinas	1411 North Batavia Street #105			Orange	CA	92867
Counsel for California Statewide Communities Development Corporation dba CSDA	Richards, Watson & Gershon	Stephen D. Lee	350 South Grand Avenue, 37th Floor			Los Angeles	CA	90071
TOP 30	Shiftwise	Jennifer Folds	200 SW Market Street Suite 700			Portland	OR	97201
Counsel to Hanmi Bank	Shulman Hodges & Bastian LLP	Michael J. Petersen	100 Spectrum Center Drive, Suite 600			Irvine	CA	92614
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TOP 30	Sodexho Inc & Affiliates	Luis Lunalluna	9801 Washingtonian Boulevard			Gaithersburg	MD	20878
State of California Employment Development Department	State of California Employment Development Department	Bankruptcy Group MIC 92E	P. O. Box 826880			Sacramento	CA	94280-0001
Equipment Leases	Stryker	Trent Zaks	325 Corporate Drive			Mahwah	NJ	07430
TOP 30	Stryker Endoscopy	Joe Gallinatti	5900 Optical Ct			San Jose	CA	95138
TOP 30	Stryker Instruments	Donovan Reiley	4100 E. Milham Road			Kalamazoo	MI	49001
TOP 30	Stryker Orthopedics	Trent Zaks	325 Corporate Drive			Mahwah	NJ	07430
Lienholders	TCF NATIONAL BANK		11100 WAYZATA BOULEVARD, SUITE 800			MINNETONKA	MN	55305
Lienholders	U.S. BANK NATIONAL ASSOCIATION, AS MASTER TRUSTEE		633 W. FIFTH STREET, 24TH FLOOR			LOS ANGELES	CA	90071
U.S. Department of Health & Human Services	U.S. Department of Health & Human Services	Alex M. Azar II, Secretary	200 Independence Avenue, S.W.			Washington	DC	20201
U.S. Department of Health and Human Services	U.S. Department of Health and Human Services	Angela M. Belgrove, Assistant Regional Counsel	Office of the General Counsel, Region IX	90 7th Street, Suite 4-500		San Francisco	CA	94103-6705
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United States Attorney's Office	United States Attorneys Office	Northern District of California	150 Almaden Boulevard	Suite 900		San Jose	CA	95113
U.S. Department of Health and Human Services, among other agencies and departments of the United States	United States Department of Justice	Civil Division	Augustus T. Curtis	P.O. Box 875	Ben Franklin Station	Washington	DC	20044-0875
United States Attorney General	United States Department of Justice	Ben Franklin Station	P. O. Box 683			Washington	DC	20044
Office of the United States Trustee	United States Trustee	Peter C. Anderson	Office of the UST/DOJ	915 Wilshire Blvd., Suite 1850		Los Angeles	CA	90017
Indenture Trustee	US Bank NA	Christopher H. Gehman Vice President, Global Corporate Trust Services	James Center Three	1051 East Cary Street, 6th Floor		Richmond	VA	23219
Indenture Trustee	US Bank NA		Po Box 70870			St Paul	MN	55170-9690
Chambers	USBC Central District of California	Hon. Sandra R. Klein	Edward R. Roybal Federal Building and U.S. Courthouse	255 East Temple Street, Suite 1582		Los Angeles	CA	90012
Banks	Western Alliance	SARAH CLEMENS	C/O Western Alliance Bank	5901 W CENTURY BLVD		LOS ANGELES	CA	90045
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